

Sterling-Moorman House Foundation of Cheney

Bylaws

Article I Name and Office

Section 1. Name. The name of this nonprofit corporation shall be The Sterling-Moorman House Foundation of Cheney, hereinafter referred to as the Sterling-Moorman House Foundation or the "SMH Foundation".

Section 2. Principle Office. The principle office of the SMH Foundation shall be located at 304 2nd Street, Cheney, WA 99004.

Article II Purpose

The purpose of this nonprofit corporation shall be:

- a) To promote the sensitive preservation and authentic restoration of the 1884 Sterling-Moorman House to usable condition, following the Secretary of the Interior's Standards for Rehabilitation of Historic Buildings;
- b) To establish a living history educational program where Cheney's history is honored and promoted to enrich the lives of Cheney citizens and visitors.
- c) To develop program partnerships with other historical, educational and governmental groups to promote community involvement with the history of Cheney.
- d) To administer the Sterling-Moorman House, promoting a contemporary use which respects the quality construction and craftsmanship that was held by the original builder. To the greatest extent possible, interior finishes, furnishings and landscaping should express the building's pre-World War I character and heritage, while providing a clean, interesting and hospitable site for activities which are consistent with the scale, character and historic integrity of the building.
- e) To accept donations, solicit and raise money for the foregoing purposes. The Sterling-Moorman House Foundation will provide interested persons or businesses with an opportunity to make tax deductible bequests, memorial contributions and other gifts. The Sterling Moorman Committee will also seek grant funding to further the above-stated objectives.

Article III Organization and Status

The nonprofit will operate under the Articles of Incorporation filed on ~~(date filed)~~ ¹²⁻²¹⁻²⁰¹¹ and shall obtain from the Internal Revenue Service a 501(c)(3) tax exempt status.

**Article IV
Membership and Dues**

Section 1. Membership. The Sterling Moorman House Foundation shall be a membership organization open to all persons and entities. A condition of membership is payment of annual dues. The initial membership dues are established at \$5 per calendar year. The amount of dues may be changed by a majority vote of the Board of Directors.

**ARTICLE V
Members' Meetings**

Section 1. Meeting Place. All meetings of the members shall be held at the registered office of the Corporation, or at such other place as shall be determined from time to time by the Board of Directors, as stated in the notice of the meeting.

Section 2. Annual Meeting Time. The annual meeting of the members shall be held each year at a time and on a date as determined by the Board of Directors.

Section 3. Annual Meeting--Order of Business. At the annual meeting of members, the order of business shall be as follows:

- (a) Calling the meeting to order
- (b) Reading of minutes of last annual meeting
- (c) Introduction of officers
- (d) Reports of officers
- (e) Reports of committees, if any
- (f) Election of Directors (based upon recommendation of Nominating Committee or nominations at the annual meeting).
- (g) Miscellaneous business
- (h) Closure of meeting

Section 4. Special Meetings. Special meetings of the members for any purpose may be called at any time by the President or two members of the Board of Directors. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting.

Section 5. Notice.

- (a) Notice of the time and place of the annual meeting of members shall be given to members by delivering personally, by email or by mailing a written or printed notice of the same, at least ten (10) days, and not more than ninety (90) days, prior to the meeting.
- (b) At least ten (10) days and not more than ninety (90) days prior to a special meeting, written notice stating the place, day, and hour of such meeting, and the purpose or purposes for which the meeting is called, shall be delivered personally, by email, or by mail.

Article VI
Board of Directors

Section 1. Number. The Board of Directors shall manage the affairs of the nonprofit corporation. The number of Directors shall be no less than five (5) and no more than thirteen (13), including one non-voting member.

Section 2. Ex Officio. Unless otherwise elected, the Past President shall be an ex officio member of the Board. The Board of Directors shall include one non-voting position for the current City of Cheney Community Development Director or other City representative as designated by the Mayor.

Section 3. Election. Directors will be elected at each annual meeting. Any two Members may, by written petition or motion at the Annual Meeting, nominate persons to serve on the Board. All persons must receive at least five votes in order to be on the Board. Those persons receiving the highest number of votes shall fill the vacant Director positions for the ensuing term.

Section 4. Term of Office. Each Director shall hold office for two (2) years. Directors may be re-elected. All Directors shall hold office until their respective successors are elected, except in the case of resignation, death, disability or removal.

The Director's terms shall be staggered so that approximately one-half of the Directors are elected in even-numbered years and the remaining are elected in odd-numbered years. Candidates for the Board shall be nominated only with the consent of the nominee.

Section 5. Vacancy. Any vacancy on the Board of Directors shall be filled for the unexpired term by appointment. The President shall be responsible for recommending the appointee who must be ratified by a majority of the Board of Directors.

Section 6. Resignation and Forfeiture. Any Director may resign at any time by giving written notice to the President. Any Director may be removed from the Board of Directors, without cause, by an affirmative vote of two-thirds (2/3) of the total number of Directors.

Section 7. Compensation. Directors shall not receive any salary or compensation for their services.

Section 8. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the nonprofit, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the nonprofit and such authority may be general or confined to specific instances. Such authorization shall be duly recorded in the minutes of the Board meeting

Section 9. Reporting. The Board of Directors shall be responsible for complying with all reporting requirements of the nonprofit.

Section 10. Conflict of Interest. Each member of the Board shall be responsible for identifying and stating any conflicts of interest when pertinent issues are discussed and voted on by the

Board. The conflict of interest shall be noted in the Board's minutes and if a vote on the matter is taken the results will note the outcome and that the member with a conflict has not cast a vote. "Conflict of Interest" shall be defined as a member who has only a vested fiscal interest in the outcome of a board action.

Section 11. Indemnification. The Directors shall be indemnified and held harmless to the extent and in the manner permitted by Washington State Nonprofit Corporation Law.

Section 12. Action by Directors without a Meeting. Any action required or permitted to be taken at a meeting of the Directors, or of a committee thereof, may be taken without a meeting by a written consent setting forth the action so to be taken, signed by all of the Directors, or all of the members of the committee, as the case may be, before such action is taken. The consent may be transmitted by email or facsimile, and Directors may execute and return a consent by facsimile or email verified to be from the Director. Such consent shall have the same effect as a unanimous vote. Any such action may also be ratified after it has been taken, either at a meeting of the Directors or by unanimous written consent.

Article VII Board of Director Meetings

Section 1. Meetings. The Board of Directors shall meet monthly at a regularly scheduled date, as directed by the President. Notice of the meeting dates (and any changes or cancellations) shall be given to the general membership of the organization. Meetings are open to the public but only members of the nonprofit may participate, unless permission is specifically granted by the President. Regular meetings of the Board of Directors shall be held at least six times a year.

Special meetings may be called by the President, or upon written request of three members of the Board of Directors. At least 48 hours notice shall be given to the Board and Members prior to any special meeting. Only business set forth on the notice may be considered at the special meeting.

Section 3. Notice of Meetings. Notice of the time and place for any regular meeting or special meeting of the Board of Directors shall be delivered personally, or by telephone, facsimile, first class mail, or electronic mail to each director. A reasonable effort will be made to notify all members of meetings by the Board of Directors.

Section 4. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Unless otherwise specified, a majority vote of the Directors present shall determine the outcome of issues brought before the Board.

Section 5. Action without Meeting. Any action of the Board of Directors may be taken without a meeting if $\frac{3}{4}$ all members of the Board individually or collectively consent in writing or via email to this action. The Vice President shall determine the method of voting on the action and be responsible to provide written results of the action to the Secretary. Results of the action and the written or e-mailed consents shall be filed with the minutes of the proceedings of the Board.

Article VIII Officers

Section 1. Officers. The officers shall be a President, Vice-President, Secretary and Treasurer. Officers must be members of the Board of Directors, and may not be related by blood, marriage, or reside in the same household.

Section 2. Election and Transition. The officers shall be elected annually by the newly elected Board of Directors immediately following the annual meeting. The outgoing Treasurer will work with the incoming Treasurer in an advisory capacity for at least 3 months. The outgoing Treasurer will not vote on matters before the new board unless he/she is also a member of the new board.

Section 3. Term of Office. Each Officer shall hold the office for 2 years or until his/her successor shall have been duly elected and qualified. Elections of the President and Secretary will be held in odd-numbered years, and election of Vice President and Treasurer will be held in even-numbered years.

Section 4. Removal. An Officer of the Board may be removed when:

- a) An officer fails to attend two (2) consecutive meetings without adequate excuse; and/or
- b) An officer is not fulfilling the responsibilities of the office as prescribed in the Bylaws; and/or
- c) An officer engages in conduct which the Board of Directors determines to be injurious to the organization or its purposes.

The Board of Directors, at a duly noticed meeting, may by a vote of two-thirds (2/3) affirmative vote, take such action as it determines appropriate, which may include: (1) requesting the resignation of the officer; (2) making a formal recommendation that the officer be removed from office.

Section 5. Vacancy. A vacancy in any office may be filled through appointment by the President and ratified by the Board.

Section 6. Elected Officer Roles.

- a. **President.** The President shall be the chief executive officer of the nonprofit. The President shall preside over all meetings and the annual meeting of the nonprofit; shall, in general, supervise and control all of the business and affairs of the nonprofit; and shall be responsible for reporting to the nonprofit, as required, on the activities and operation of the nonprofit. The President shall be an ex-officio member of all committees except the nomination committee, if such committee is appointed.
- b. **Vice-President.** The Vice-President shall, in the absence of the President, or in event of his/her inability or refusal to act, perform the duties of the President, and when so acting,

shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall perform such other duties from time to time as may be assigned to him/her by the President or the Board of Directors. The Vice President shall be responsible for maintaining membership records and shall chair a membership committee, if such committee is appointed.

- c. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the nonprofit, and shall be responsible for providing the nonprofit with all financial and accounting data required of the nonprofit.
- d. Secretary. The Secretary shall keep the minutes of the annual meeting and meetings of the Board of Directors, see that all notices are duly given in accordance with the provisions of these Bylaws, be custodian of the nonprofit's records, and in general perform all duties incident to the office of Secretary. The secretary shall also receive copies of monthly bank statements, mailed directly from the bank, for review.

Article IX Committees

Section 1. Committees. There may be committees created by the Board of Directors to advise and make recommendations to the Board. The quorum for a committee meeting shall be a majority of its members. At least one (1) committee member must be a member of the Board. All other committee members must be members of the nonprofit.

Section 2. Appointment. The President, subject to the ratification of the Board of Directors, shall appoint the chairperson and members of committees. The Board of Directors may establish a Nominating Committee.

Section 3. Term. The chairperson and members of special committees shall serve for one year, or until their assignments have been completed, whichever comes first.

Article X Financial Administration

Section 1. Use of Funds:

The Sterling-Moorman House Foundation will use funds:

- a. To provide repairs, restoration or rehabilitation of the Sterling-Moorman House, its furnishings, accessory structures or landscaping;
- b. To establish and promote related educational programs which are consistent with the purpose of this board;
- c. To pay normal administrative expenses involved in supporting the Sterling-Moorman House Foundation;
- d. In a manner that does not conflict with the Foundation's Bylaws, or public policies.

Section 2. Books and Record. The nonprofit shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the nonprofit may be inspected by any member, or his agent, attorney, or authorized representative for any proper purpose at any reasonable time, and upon reasonable notice.

Section 3. Required Reporting. The Board of Directors shall provide reasonable periodic reporting to the members of the Foundation, as required by the nonprofit.

Section 4. Notes of Indebtedness. All checks or drafts issued in the name of the nonprofit will require two signatures. Any two of the following are authorized to sign checks: President, Treasurer, or Vice-President.

Section 5. Auditing. An auditor, appointed by the President, shall audit the books and financial records of the nonprofit bi-annually. The auditor may be any individual the President chooses, but cannot be a current Officer of the nonprofit. The appointed auditor must be approved by the Board. Results of the audit shall be made available to the Board of Directors and the Foundation in June.

Section 6. Fiscal Year. The fiscal year of the nonprofit shall begin on the first day of January and end on the last day of December.

Section 7. Depositories. Money shall be deposited in the name of the corporation in such bank or trust company as the Board of Directors designates, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by action of the Board of Directors.

Article XI Dissolution

Upon dissolution or final liquidation of the nonprofit, any remaining assets shall be, after payment or the making of provision for payment of all the lawful debts and liabilities of the nonprofit, distributed to a non-profit entity with a similar or compatible mission to that of the Sterling-Moorman House Foundation.

Article XII Parliamentary Authority

The rules contained in the current edition of the Robert's Rules of Order Newly Revised shall govern the nonprofit in all cases in which they are applicable and in which they are not in conflict with these Bylaws and those of the nonprofit.


**Article XIII
Amendment to Bylaws**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the Board of Directors voting at a duly called meeting, providing a quorum is present. All prior and existing Bylaws are hereby repealed and rescinded effective immediately on the latter of the date of adoption of these bylaws or the date of agreement by the nonprofit.

**Article XVI
Negation of Pecuniary Gain**

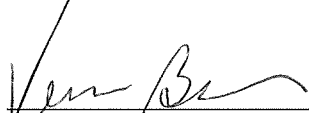
No part of the net earnings of the corporation shall inure to or for the benefit of or be distributable to its Directors, officers, members, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes for which it was formed.

Adopted on January 26, 2012, by the Sterling Moorman House Foundation of Cheney initial Board of Directors.

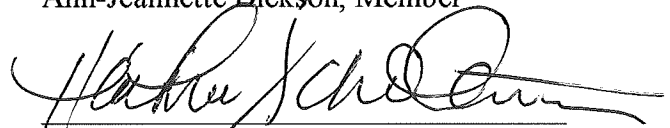


Patricia Chambers, President


Ann-Jeannette Dickson, Member



Venus Bratsveen, Vice-President



Heather Scholten, Member



Susan Beeman, Secretary



Scott Wilbanks, Member



Bettye Hull, Treasurer



Michelle Thompson, Member



Lowell Mock, Member